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SURFACE TRANSPORTATION BOARD



April 2, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated March 26, 2012 between the following parties:

Assignee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (260) railcars, involved in this transaction.

This filing is to appear in the index as follows. Memorandum of Assignment and Assumption Agreement dated March 26, 2012 related to two hundred sixty (260) railcars bearing reporting marks: DJTX 700-856 and JTSX 101457-101561.

Please file this as a secondary document under Recordation Number 29792-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 29792. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062

Sincerely,


Julie Woodard
Contract Manager

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 26, 2012 by and between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignor") and RAIL CONNECTION, INC., a West Virginia corporation ("Assignee").

WITNESSETH:

- 1 Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated April 4, 2011 between The David J. Joseph Company and United States Steel Corporation for two-hundred sixty (260) railcars bearing the railroad reporting markings set forth on Schedule I
2. This Memorandum of Assignment Agreement shall be effective as of the Closing Date specified in the Purchase and Sale Agreement by and between Assignor and Assignee dated as of March 26, 2012 and shall be subject to the Lease Term, as defined in the Lease.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in the Purchase and Sale Agreement by and between Assignor and Assignee dated as of March 26, 2012

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

RAIL CONNECTION, INC.

By: Warren K. Higginbotham

Name: Warren K. Higginbotham

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 26th day of March, 2012, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein, to me personally known, who stated and acknowledged that he is the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of March, 2012


(Notary Signature)

My commission expires:

9-24-12

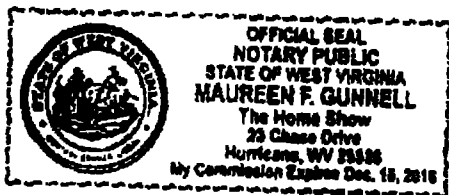


Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

STATE OF WV)
COUNTY OF Putnam) SS:

On this 28th day of March, 2012, before me the subscriber, Maureen F. Gunnell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren C. Haysbotham to me personally known, who stated and acknowledged that he/she is the Vice-President of Rail Connection, Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of March, 2012.



Maureen F. Gunnell
(Notary Signature)

My commission expires.

12-15-2016

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS

Two-hundred sixty (260) railcars bearing reporting marks:

DJTX 700	DJTX 743	DJTX 786	DJTX 829	JTSX 101472	JTSX 101515
DJTX 701	DJTX 744	DJTX 787	DJTX 830	JTSX 101473	JTSX 101516
DJTX 702	DJTX 745	DJTX 788	DJTX 831	JTSX 101474	JTSX 101517
DJTX 703	DJTX 746	DJTX 789	DJTX 832	JTSX 101475	JTSX 101518
DJTX 704	DJTX 747	DJTX 790	DJTX 833	JTSX 101476	JTSX 101519
DJTX 705	DJTX 748	DJTX 791	DJTX 834	JTSX 101477	JTSX 101520
DJTX 706	DJTX 749	DJTX 792	DJTX 835	JTSX 101478	JTSX 101521
DJTX 707	DJTX 750	DJTX 793	DJTX 836	JTSX 101479	JTSX 101522
DJTX 708	DJTX 751	DJTX 794	DJTX 837	JTSX 101480	JTSX 101523
DJTX 709	DJTX 752	DJTX 795	DJTX 838	JTSX 101481	JTSX 101524
DJTX 710	DJTX 753	DJTX 796	DJTX 839	JTSX 101482	JTSX 101525
DJTX 711	DJTX 754	DJTX 797	DJTX 840	JTSX 101483	JTSX 101526
DJTX 712	DJTX 755	DJTX 798	DJTX 841	JTSX 101484	JTSX 101527
DJTX 713	DJTX 756	DJTX 799	DJTX 842	JTSX 101485	JTSX 101529
DJTX 714	DJTX 757	DJTX 800	DJTX 843	JTSX 101486	JTSX 101530
DJTX 715	DJTX 758	DJTX 801	DJTX 844	JTSX 101487	JTSX 101531
DJTX 716	DJTX 759	DJTX 802	DJTX 845	JTSX 101488	JTSX 101532
DJTX 717	DJTX 760	DJTX 803	DJTX 846	JTSX 101489	JTSX 101533
DJTX 718	DJTX 761	DJTX 804	DJTX 847	JTSX 101490	JTSX 101534
DJTX 719	DJTX 762	DJTX 805	DJTX 848	JTSX 101491	JTSX 101535
DJTX 720	DJTX 763	DJTX 806	DJTX 849	JTSX 101492	JTSX 101537
DJTX 721	DJTX 764	DJTX 807	DJTX 850	JTSX 101493	JTSX 101538
DJTX 722	DJTX 765	DJTX 808	DJTX 851	JTSX 101494	JTSX 101539
DJTX 723	DJTX 766	DJTX 809	DJTX 852	JTSX 101495	JTSX 101540
DJTX 724	DJTX 767	DJTX 810	DJTX 853	JTSX 101496	JTSX 101541
DJTX 725	DJTX 768	DJTX 811	DJTX 854	JTSX 101497	JTSX 101542
DJTX 726	DJTX 769	DJTX 812	DJTX 855	JTSX 101498	JTSX 101543
DJTX 727	DJTX 770	DJTX 813	DJTX 856	JTSX 101499	JTSX 101544
DJTX 728	DJTX 771	DJTX 814	JTSX 101457	JTSX 101500	JTSX 101545
DJTX 729	DJTX 772	DJTX 815	JTSX 101458	JTSX 101501	JTSX 101546
DJTX 730	DJTX 773	DJTX 816	JTSX 101459	JTSX 101502	JTSX 101547
DJTX 731	DJTX 774	DJTX 817	JTSX 101460	JTSX 101503	JTSX 101548
DJTX 732	DJTX 775	DJTX 818	JTSX 101461	JTSX 101504	JTSX 101549
DJTX 733	DJTX 776	DJTX 819	JTSX 101462	JTSX 101505	JTSX 101550
DJTX 734	DJTX 777	DJTX 820	JTSX 101463	JTSX 101506	JTSX 101551
DJTX 735	DJTX 778	DJTX 821	JTSX 101464	JTSX 101507	JTSX 101552
DJTX 736	DJTX 779	DJTX 822	JTSX 101465	JTSX 101508	JTSX 101553
DJTX 737	DJTX 780	DJTX 823	JTSX 101466	JTSX 101509	JTSX 101554
DJTX 738	DJTX 781	DJTX 824	JTSX 101467	JTSX 101510	JTSX 101555

DJTX 739	DJTX 782	DJTX 825	JTSX 101468	JTSX 101511	JTSX 101556
DJTX 740	DJTX 783	DJTX 826	JTSX 101469	JTSX 101512	JTSX 101557
DJTX 741	DJTX 784	DJTX 827	JTSX 101470	JTSX 101513	JTSX 101558
DJTX 742	DJTX 785	DJTX 828	JTSX 101471	JTSX 101514	JTSX 101559
					JTSX 101560
					JTSX 101561

LEASE: Dated April 4, 2011 between The David J. Joseph Company and United States Steel Corporation